

119792

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000230236 3)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

MERGER OR SHARE EXCHANGE

FLORIDA PUBLIC UTILITIES COMPANY

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

09 OCT 28 PM 4:30

RECEIVED
2009 OCT 28 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Merge
JPG/28

STATE OF FLORIDA
ARTICLES OF MERGER
(Profit Corporations)

of

CPK PELICAN, INC.
(a Florida corporation)

into

FLORIDA PUBLIC UTILITIES COMPANY
(a Florida corporation)

09 OCT 28 PM 4:30

Pursuant to Section 607.1105, Florida Statutes, the following Articles of Merger are submitted in accordance with the Florida Business Corporation Act.

SURVIVING CORPORATION

The name and jurisdiction of the surviving corporation is Florida Public Utilities Company, a Florida corporation with a Document Number of 119792 (the "Surviving Corporation").

MERGING CORPORATION

The name and jurisdiction of the merging corporation is CPK Pelican, Inc., a Florida corporation with a Document Number of P08000044014 (the "Merging Corporation").

PLAN OF MERGER

The Plan of Merger is attached hereto as Exhibit A.

EFFECTIVE TIME

The merger shall become effective at 4:30 P.M. on October 28, 2009.

ADOPTION OF MERGER

The Plan of Merger was adopted by the shareholders of the Surviving Corporation on October 22, 2009.

The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on October 27, 2009.

Dated: October 27, 2009

**FLORIDA PUBLIC UTILITIES
COMPANY, a Florida corporation**

By: 

John T. English
Chairman, President and CEO

**CPK PELICAN, INC., a Florida
corporation**

By: _____

John R. Schimkaitis
Chairman, President and CEO

Dated: October 27, 2009

**FLORIDA PUBLIC UTILITIES
COMPANY, a Florida corporation**

By: _____
John T. English
Chairman, President and CEO

**CPK PELICAN, INC., a Florida
corporation**


By: 
John R. Schimkaitis
Chairman, President and CEO

Exhibit A**PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. **Surviving Corporation; Merging Corporation; Merger.**

(a) The name and jurisdiction of the surviving corporation is Florida Public Utilities Company, a Florida corporation ("FPU" and, upon consummation of the Merger (as defined below), the "Surviving Corporation").

(b) The name and jurisdiction of the merging corporation is CPK Pelican, Inc., a Florida corporation (the "Merging Corporation").

(c) Upon the terms and subject to the conditions set forth in the Agreement and Plan of Merger dated as of April 17, 2009 (the "Merger Agreement") among FPU, the Merging Corporation and Chesapeake Utilities Corporation, a Delaware corporation ("Chesapeake") of which the Merging Corporation is a wholly owned subsidiary, at the Effective Time, the Merging Corporation shall be merged with and into FPU in accordance with the provisions of the Florida Business Corporation Act (the "FBCA") and the Merger Agreement, and the separate corporate existence of the Merging Corporation shall thereupon cease (the "Merger").

2. **Effective Time.** The Merger shall become effective at 4:30 P.M. on October 28, 2009 (the "Effective Time").

3. **Articles of Incorporation; Bylaws.** At the Effective Time:

(a) the Articles of Incorporation of the Merging Corporation as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation; provided that the name of the Surviving Corporation shall be Florida Public Utilities Company; and

(b) the Bylaws of the Merging Corporation as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation; provided that the name of the Surviving Corporation shall be Florida Public Utilities Company.

4. **Effects of Merger.** At and after the Effective Time, the Merger shall have the effects specified in the FBCA and in the Merger Agreement. As a result of the Merger, FPU, as the Surviving Corporation, shall become a wholly owned subsidiary of Chesapeake.

5. **Effect on Capital Stock.**

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock, par value \$1.50 per share, of FPU

("FPU Common Stock") issued and outstanding immediately prior to the Effective Time (other than shares of FPU Common Stock held in FPU's treasury) shall be converted into the right to receive 0.405 shares of validly issued, fully paid and non-assessable common stock, par value \$0.4867 per share, of Chesapeake (the "Merger Consideration").

(b) As a result of the Merger and without any action on the part of the holders thereof, at the Effective Time, all shares of FPU Common Stock shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate previously representing any such shares of FPU Common Stock shall thereafter cease to have any rights with respect to such shares of FPU Common Stock, except the right to receive (i) the Merger Consideration payable in respect of such shares of FPU Common Stock, (ii) any dividends pursuant to the Merger Agreement and (iii) any cash to be paid in lieu of any fractional share of common stock of Chesapeake pursuant to the Merger Agreement.

(c) At the Effective Time, each share of FPU Common Stock issued and held in FPU's treasury and each share of FPU Common Stock issued and owned immediately prior to the Effective Time by the Merging Corporation or Chesapeake (or any of their respective direct or indirect wholly owned subsidiaries) shall, by virtue of the Merger, cease to be outstanding and shall be canceled and retired and no common stock of Chesapeake or other consideration shall be delivered in exchange therefor.

(d) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock, par value \$0.01 per share, of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be converted into one validly issued, fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation.

ATTACHMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF FLORIDA PUBLIC UTILITIES COMPANY

These Amended and Restated Articles of Incorporation of FLORIDA PUBLIC UTILITIES COMPANY (the "Corporation"), which Corporation was incorporated in the State of Florida on April 25, 1929, under Document No. 119792, have been adopted pursuant to the requirements of the Florida Business Corporation Act.

ARTICLE I

Name and Duration

The name of the Corporation is Florida Public Utilities Company. The duration of the Corporation is perpetual.

ARTICLE II

Principal Office

The street address of the principal office of the Corporation is 909 Silver Lake Boulevard, Dover, Delaware 19904.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, Suite 2300, in the City of Orlando, County of Orange, 32801. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of common stock, \$.01 par value per share.

ARTICLE VI

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX

Indemnification

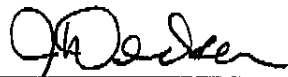
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

DATED at Orlando, Orange County, Florida, effective the 28th day of October, 2009.

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in the attached Amended and Restated Articles of Incorporation, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By: 
Jeffrey E. Decker, Vice President

DATED: Effective as of October 28, 2009.